

Rules for associations incorporated under the Associations Incorporation Act, 1984

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Part 1 Preliminary

1 Definitions

(1) In these rules:

Director-General means the Director-General of the Department of Fair Trading.

ordinary member means a member of the committee who is not an office-bearer of the association, as referred to in rule 14(2).

secretary means:

- (a) the person holding office under these rules as secretary of the association, or
- (b) if no such person holds that office – the public officer of the association.

Special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 1984*.

the regulation means the *Associations Incorporation Regulation 1999*.

(2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

(4) Due to the nature of the association being internet and internationally based, meetings likewise may be attended remotely in the form of teleconferencing, videoconferencing, text messaging or any other forms of immediate communication, which participants were notified of 24 hours prior to the start of the meeting.

Part 2 Membership

2 Membership qualifications

A person is qualified to be a member of the association if, but only if:

- (a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act, or

- (b) the person is a natural person:
 - (i) who has been nominated for membership of the association as provided by rule 3, and
 - (ii) who has been approved for membership of the association by the committee of the association.

3 Nomination for membership

- (1) A nomination of a person for membership of the association:
 - (a) must be made by a member of the association in writing or by digitally signed email in the form set out in Appendix 1 to these rules, and
 - (b) must be lodged with the secretary of the association.
 - (c) Nominee must not be an employee of, or contracted to, either a Certificate Authority which provides digital certification or identification services or digital signing services for financial reward, or an organisation which is employed by or contracted to a Certificate Authority which provides digital certification or identification services or digital signing services for financial reward.
 - (d) Failure to adhere with clause (c) results in expulsion from the association at any time.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the nominee, in writing or by digitally signed email, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) the secretary must, on payment by the nominee of the amounts referred to in clause (3) (b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

4 Cessation of membership

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or

- (c) is expelled from the association.

5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6 Membership and Conflict of Interest

- (1) If a member enters into the employment of or becomes contracted to either a Certificate Authority which provides digital certification or identification services or digital signing services, any of which for financial reward, or an organisation which is employed by or contracted to a Certificate Authority which provides digital certification or identification services or digital signing services for financial reward, that person must;
 - (a) lodge notification with the secretary of change in circumstances, in writing or by digitally signed email, and membership is to be immediately suspended during the term of employment or contract.
 - (b) At the committee's discretion, may withdraw membership at any time during the suspension.
 - (c) Failure to comply with clause (a) results in expulsion from the association.

7 Resignation of membership

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written or digitally signed email notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8 Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour, and by prior arrangement.
- (3) A member of the association may obtain a copy of any part of the register on payment of a fee of US\$2.50 for each page copied.

9 Fees and subscriptions

- (1) In addition to any amount payable by the member under rule 8(3), a member of the association must pay to the association an annual membership fee of US\$10 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

10 Members' liabilities

- (1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8.

11 Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
 - (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

12 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the association.

- * (c) has accumulated three years of unpaid membership fees. *
- (2) On receiving such a complaint, the committee:
- (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written or digitally signed email notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 13.
- (5) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 13(5), whichever is the later.

13 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (2) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (3) At a general meeting of the association convened under clause (3):

- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing or in digitally signed email, or by all three, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 The committee

14 Powers of the committee

The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

15 Constitution and membership

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
- (a) the office-bearers of the association, and
 - (b) 3 ordinary members,
- each of whom is to be elected at the annual general meeting of the association under rule 16.
- (2) The office-bearers of the association are to be:
- (a) the president
 - (b) the vice-president
 - (c) the treasurer, and

- (d) the secretary
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

16 Election of members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
 - (a) must be made in writing or by digitally signed email, signed by 2 members of the association and accompanied by the written or digitally signed email consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

17 Secretary

- (2) the Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (3) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee,
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and

- (c) all proceedings at committee meetings and general meetings.
- (4) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

18 Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made,
and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

19 Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing or by digitally signed email given to the secretary, or
- (e) is removed from office under rule 20, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

20 Removal of member

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing or by digitally signed email to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the

member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21 Meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written or digitally signed email notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same time in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

22 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing or by digitally signed email, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (d) this power of delegation, and
 - (e) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing or by digitally signed email, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

23 Voting and decisions

- (2) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee participating in the meeting.
- (3) Each member participating in a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (4) Subject to rule 21(5), the committee may act despite any vacancy on the committee.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.
- (6) Due to accepting internationally based members, ordinary members, and office bearers, alternate voting methods via the internet, which is sanctioned by the committee will be deemed an acceptable method of voting, in addition to any other forms of valid voting methods.

Part 4 General meeting

24 Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

- (2) The association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

25 Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to rule 24, to be convened on such date and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary members of the committee,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

26 Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing or by digitally signed email, of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

27 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 25(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing or by digitally signed email, of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

28 Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved,